

P96 000000793

TRANSMITTAL LETTER

December __, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: N.I.S. PRODUCTION & PROMOTIONS, Inc.
Proposed Corporate Name

Enclosed please find one original and one copy of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation. The filing fee of \$78.75 is enclosed. A certified copy is not requested at this time. Please use the copy herein, as file/return copy. Also please forward a certificate of status.

FROM: Rev. Gary Chambers
Incorporator
N.I.S. PRODUCTION & PROMOTIONS, Inc.
750 S.Or.Bl.Tr., Ste. 134
Orlando, FL 32805

000001671520
-12/27/95--01022--007
*****78.75 *****78.75

Thank you for your prompt attention to the filing and creation of this new entity.

Cordially,

Gary Chambers

ENCLOSURES

FILED
95 DEC 26 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 12/26/95

FILED

**Articles of Incorporation
for
N.I.S. PRODUCTION & PROMOTIONS, Inc.**

95 DEC 26 AM 9:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: N.I.S. PRODUCTION & PROMOTIONS, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of Recording, Booking and Concert productions and promotions, and other contractual related services, along with any and all other business permitted under the laws of the United States of America and the great state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles with the Secretary of State for the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Rev. GARY CHAMBERS
750 S. Or. Bl. Tr., Ste. 134
Orlando, FL 32805
(407) 297-1344

The board of directors from time to time may move the Registered Office to any other address in the state of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The names, addresses and telephone numbers of the initial board of directors of this corporation are:

- | | |
|---------------------------|--------------------------|
| (1) Rev. GARY CHAMBERS | (2) Ms. SHARON CHAMBERS |
| President | Vice-President |
| 750 S.Or.Bl.Tr., Ste. 134 | 750 S.Or.Bl.Tr., Ste.134 |
| Orlando, FL 32805 | Orlando, FL 32805 |
| (407) 297-1344 | (407) 297-1344 |

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATORS

The names and street address of the persons signing these articles of incorporation as the incorporators are:

- (1) Rev. GARY CHAMBERS
750 S.Or.Bl.Tr., Ste. 134
Orlando, FL 32805
(407) 297-1344

ARTICLE IX. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

750 S. Orange Blossom Trail, Suite 134, Orlando, FL 32805

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on December __, 1995.



GARY CHAMBERS
Incorporator

**State of Florida
County of Orange**

BEFORE ME, a Notary Public, personally appeared **GARY CHAMBERS** known to be the persons described as Incorporator of **N.I.S. PRODUCTION & PROMOTIONS, Inc.**, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on December __, 1995.

Notary Public

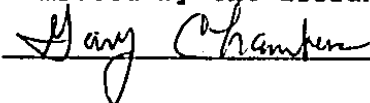
Printed Name of Notary

My commission expires:

My commission number is:

The Identification submitted by the affiant are:

Gary Chambers:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is N.I.S. PROMOTIONS & PROMOTIONS, Inc..

2. The name and address of the registered agent and office is:

Rev. GARY CHAMBERS
750 S.Or.Bl.Tr., Ste. 134
Orlando, FL 32805

SIGNATURE

Gary Chambers

GARY CHAMBERS
Incorporator
December __, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Gary Chambers

GARY CHAMBERS
December __, 1995

SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 DEC 26 AM 9:17

FILED

PG000000793

June 24, 1996

400001877334
-06/27/96--01001--015
****215.00 ****215.00

REPLACEMENT FEE 1996

ANNUAL REPORT: N.I.S. PRODUCTION
& PROMOTIONS, INC.

DEBIT MEMO: # 7596-D

CHECK #: 1019

P96000000793



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1996

N.I.S. PRODUCTION & PROMOTIONS, INC.
750 S ORANGE BLOSSOM TRAIL SUITE 134
ORLANDO, FL 32805

SUBJECT: N.I.S. PRODUCTION & PROMOTIONS, INC.
Ref. Number: P96000000793

Debit Memo #: 7596-D

This is to inform you that your check #1019 in the amount of \$200.00 and submitted for N.I.S. PRODUCTION & PROMOTIONS, INC. has been returned to us by your bank because of NSF.

We request that you remit a cashier's check or money order in amount of \$215.00 made payable to the Department of State. This amount will cover the unpaid fees and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashier's check or money order, please refer to the debit memo number listed above and state that it is a replacement for the returned check mentioned above.

Please note that the documents filed by this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Pat Bailey
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning this matter, please call (904) 487-6816.

Sincerely,
Pat Bailey
Accountant I
Division of Corporations

Letter number: 896A00024145

P96000000793



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1996

N.I.S. PRODUCTION & PROMOTIONS, INC.
750 S ORANGE BLOSSOM TRAIL SUITE 134
ORLANDO, FL 32805

SUBJECT: N.I.S. PRODUCTION & PROMOTIONS, INC.
Ref. Number: P96000000793

Debit Memo #: 7596-D

Due to your failure to respond to our previous letter, your Annual Report for N.I.S. PRODUCTION & PROMOTIONS, INC. has been cancelled and is considered not filed as of June 25, 1996.

Please refer to our previous letter advising you of the returned check.

Section 607.1421, Florida Statutes, requires us to give at least 60 days notice of our intent to administratively dissolve a Florida corporation or revoke the authority to transact business of a foreign corporation for failure to file the annual report and pay the filing fee. This will serve as your notice that if payment of \$215.00 is not received within the 60 day period, your corporation will be administratively dissolved or revoked and a reinstatement fee of an additional \$175 will be imposed.

Please send your response to:

Division of Corporations
Attn: Pat Bailey
P.O. Box 6327
Tallahassee, FL 32314